AMENDMENT OF SOLICITATI	ON/MODIFICATI	ON OF CONT	RACT	1. Contract I		Page 1 Of 11
2. Amendment/Modification No.	3. Effective Date	4. Requisition/Pur	chase Req		5. Project No.	(If applicable)
P00007	2007JUL18	SEE SC	HEDULE			
6. Issued By	Code W56HZV	7. Administered B	y (If other	than Item 6)		Code S4201A
U.S. ARMY TACOM LCMC				VANIA - YORK		
AMSTA-AQ-AHLA		PO BOX 1551		•		
CATHERINE MILLER (586)574-8391 WARREN, MICHIGAN 48397-5000		YORK PA 1	./405-1512			
HTTP://CONTRACTING.TACOM.ARMY.MIL						
WEAPON SYSTEM: WPN SYS: KF			CCD P	PAS NONE	A DD I	N T *********
EMAIL: CATHERINE.E.MILLER@US.ARMY.M			SCD B			PT HQ0337
8. Name And Address Of Contractor (No., Stre	et, City, County, State and	i Zip Code)		9A. Amename	nt Of Solicitation	1 INO.
BAE SYSTEMS LAND & ARMAMENTS INC.						
1100 BAIRS RD YORK, PA 17405-1512				9B. Dated (See	Item 11)	_
10140, 111 1/100 1012						
			X	10A. Modificat	tion Of Contract	/Order No.
				W56HZV-07-C-	0256	
TYPE BUSINESS: Large Business Perfo	rming in U.S.		\ \ \ \ \ \ \ \	10B. Dated (Se	e Item 13)	
Code 06085 Facility Code				2007APR13		
11. T	HIS ITEM ONLY APPLI	ES TO AMENDME	NTS OF SO	DLICITATION	S	
The above numbered solicitation is amend	led as set forth in item 14.	The hour and date	specified fo	or receipt of Of	fers	
is extended, is not extended.						
Offers must acknowledge receipt of this ame						
(a) By completing items 8 and 15, and return offer submitted; or (c) By separate letter or						dment on each copy of the
ACKNOWLEDGMENT TO BE RECEIVED	0					
SPECIFIED MAY RESULT IN REJECTIO	N OF YOUR OFFER. If	by virtue of this amo	endment yo	u desire to chai	ige an offer alrea	ady submitted, such
change may be made by telegram or letter, p	provided each telegram or	letter makes referer	ce to the so	licitation and t	his amendment,	and is received prior to the
opening hour and date specified. 12. Accounting And Appropriation Data (If rec	mired)					
SEE SECTION G (IF APPLICABLE)	jun cu)					
KIND MOD CODE: G	ITEM ONLY APPLIES T It Modifies The Contra				DERS	
A. This Change Order is Issued Pursual					nanges Set Forth	In Item 14 Are Made In
The Contract/Order No. In Item 10			~ .			
B. The Above Numbered Contract/Orde Set Forth In Item 14, Pursuant To T			Changes (su	ich as changes i	in paying office,	appropriation data, etc.)
X C. This Supplemental Agreement Is Ent	ered Into Pursuant To Au	thority Of: MUTUAL	AGREEMEN	T OF THE PAR	TIES	
D. Other (Specify type of modification a	nd authority)					
E. IMPORTANT: Contractor is not,	X is required to sign	this document and	return		copies to the Issu	ing Office.
14. Description Of Amendment/Modification (Organized by UCF section	headings, including	solicitation	/contract subje	ct matter where	feasible.)
SEE SECOND PAGE FOR DESCRIPTION						
DEE DEGGLE THOS TON DEGGLETTION						
Except as provided herein, all terms and condi-	tions of the document refer	renced in item 9A or	10A, as he	retofore chang	ed. remains uncl	nanged and in full force
and effect.						
15A. Name And Title Of Signer (Type or print)				Of Contracting	Officer (Type or	print)
		DENISE M		MY.MIL (586)5	74-7076	
15B. Contractor/Offeror	15C. Date Signed					16C. Date Signed
(Signature of narrow authorized to -i)	-	Ву	Signeture -	/SIGNED/ f Contracting ()fficor)	2007JUL18
(Signature of person authorized to sign) NSN 7540-01-152-8070		30-105-02	ngnature 0			ORM 30 (REV. 10-83)

Reference No. of Document Being Continued

PIIN/SIIN W56HZV-07-C-0256

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Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.

SECTION A - SUPPLEMENTAL INFORMATION

W56HZV-07-C-0256 Modification P00007

*Includes FCCM

Previous Contract Amount: \$11,985,536.00 Amount of this Modification: \$1,428,546.00 Total Contract Amount: \$13,414,082.00

- 1. The purpose of Modification P00007 to Contract W56HZV-07-C-0256 is as follows:
- a. To exercise option H.7.2 for 8,739 STS Level of Effort (LOE) hours for work listed on the following Work Directives: STS-P-07-06, STS-P-07-07.
 - b. This option exercise is acquiring 8,739 STS LOE hours on the following CLINs:

CLIN	Prior	This Change		Total
0006AA				
Hours	87,964		1,825	89,789
Estimated Labor Cost	\$ 6,066,430	\$	127,148	\$ 6,193,578
Esitmated Materials/ODCs*	\$ 3,757,143	\$	10,001	\$ 3,767,144
Total Cost	\$ 9,823,573	\$	137,149	\$ 9,960,722
Labor Fee	\$ 554,096	\$	11,607	\$ 565,703
Materials/ODCs Fee	\$ 343,744	\$	915	\$ 344,659
Total Fee	\$ 897,840	\$	12,522	\$ 910,362
Total CPFF	\$ 10,721,413	\$	149,671	\$ 10,871,084
NOTE: Dollar amounts are rounded				
*Includes FCCM				
AA8000				
Hours	- 0 -		6,914	6,914
Estimated Labor Cost	\$ 0	\$	481,698	\$ 481,698
Esitmated Materials/ODCs*	\$ 0	\$	690,069	\$ 690,069
Total Cost	\$ 0	\$	1,171,767	\$ 1,171,767
Labor Fee	\$ 0	\$	43,973	\$ 43,973
Materials/ODCs Fee	\$ 0	\$	63,135	\$ 63,135
Total Fee	\$ 0	\$	107,108	\$ 107,108
Total CPFF	\$ 0	\$	1,278,875	\$ 1,278,875
NOTE: Dollar amounts are rounded				

- a. The hours exercised to date under option H.7.2 are 96,703 leaving 403,297 available for future base year option exercises.
- b. The ODC/Material cost dollars exercised to date are \$4,800,957 (including Fee and FCCM), leaving \$7,699,043 available for future base year option exercises.
 - c. The option is exercised prior to 31 December 2007 and applies the rates for the base year option.
- 2. The STS LOE option hours exercised under Modification P00007 are at the M109/M992 base year rate of \$76.03 (\$69.67 for estimated cost and \$6.36 for the contractor's fixed fee) for Work Directives STS-P-07-06 and STS-P-07-07.
- 3. This modification impacts the contract amount. This action increases the total contract amount by \$1,428,546.00 from the prior amount of \$11,985,536.00 to a new total of \$13,414,082.00.

	Prior	This Change	Total
Estimated Cost (including ODCs)	\$ 10,982,694	\$ 1,308,916	\$ 12,291,610
Fixed Fee	\$ 1,002,842	\$ 119,630	\$ 1,122,472
Cost Plus Fixed Fee (including ODCs)	\$ 11,985,536	\$ 1,428,546	\$ 13,414,082
NOTE: Dollar amounts are rounded			

4. All other terms and conditions of contract W56HZV-07-C-0256 remain unchanged and in full force and effect.

CONTINUATION SHEET	Reference No. of Document Be	Page 3 of 11			
CONTINUATION SHEET	PIIN/SIIN W56HZV-07-C-0256 MOD/AMD P00007				
Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.					

*** END OF NARRATIVE A0007 ***

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0006	SECURITY CLASS: Unclassified				
0006AA	SERVICES LINE ITEM				\$199,801.00
	CLIN CONTRACT TYPE: Cost-Plus-Fixed-Fee NOUN: PALADIN/FAASV ENG SPT - STS PRON: 7276P03272 PRON AMD: 02 ACRN: AF AMS CD: 31202072010				
	BASIC OPTION WORK DIRECTIVES: STS-P-07-01, STS-P-07-02, STS-P-07-03 STS-P-07-04, STS-P-07-05, STS-P-07-06 LEVEL OF EFFORT: 89,789 HOURS	3,		Estimated Cost: Fixed Fee: CPFF:	\$ 9,960,722 \$ 910,362 S 10,871,084
	Estimated Labor Cost: \$ 6,193,578 Labor Fee: \$ 565,703 Total: \$ 6,759,281				
	Estimated Materials/ODC's*: \$ 3,767,144 Materials/ODCs Fee: \$ 344,659 Total: \$ 4,111,803 TOTAL \$ 10,871,084				
	*Includes FCCM.				
	CLIN 0006AA was added through Modification P00005 and changed through Modification P00007.				
	(End of narrative B001)				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 31-DEC-2008				
	\$ 199,801.00				

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0006AB	SERVICES LINE ITEM				\$ 1,136,792.00
	CLIN CONTRACT TYPE:				
	Cost-Plus-Fixed-Fee				
	NOUN: RETROFIT AFES DETECT SYS MOD				
	PRON: 7276P03172 PRON AMD: 02 ACRN: AF AMS CD: 31202072010				
	CLIN 0006AB is a funding sub-CLIN in support				
	of CLIN 0006AA.				
	(End of narrative B001)				
	Inspection and Acceptance				
	INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance				
	DLVR SCH PERF COMPL				
	REL CD QUANTITY DATE				
	001 0 31-DEC-2008				
	\$ 1,136,792.00				

Reference No. of Document Being Continued PIIN/SIIN W56HZV-07-C-0256

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0006AC	SERVICES LINE ITEM				\$ 9,384,820.00
	CLIN CONTRACT TYPE: Cost-Plus-Fixed-Fee				
	NOUN: PALADIN STS - FSR SPT PRON: 7276P03972 PRON AMD: 01 ACRN: AF AMS CD: 31202072010				
	CLIN 0006AC is a funding sub-CLIN in support of CLIN 0006AA.				
	(End of narrative B001)				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance DLVR SCH PERF COMPL				
	REL CD QUANTITY DATE				

Reference No. of Document Being Continued PIIN/SIIN W56HZV-07-C-0256

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0006AD	SERVICES LINE ITEM				\$ 149,671.00
	CLIN CONTRACT TYPE: Cost-Plus-Fixed-Fee				
	NOUN: STS DIRECTIVE FOR UID MKT PRON: W176F98072 PRON AMD: 02 ACRN: AL AMS CD: 52899502105 CUSTOMER ORDER NO: MIPR7JDATJ0071				
	CLIN 0006AD is a funding sub-CLIN in support of CLIN 0006AA.				
	(End of narrative B001)				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE				
	001 0 31-DEC-2008 \$ 149,671.00				

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ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0008	SECURITY CLASS: Unclassified				
AA8000	SERVICES LINE ITEM				\$ 1,278,875.00
	CLIN CONTRACT TYPE: Cost-Plus-Fixed-Fee NOUN: PALADIN DRUH PRON: 1X7A00AF1A PRON AMD: 02 ACRN: AK AMS CD: 42380600000 CUSTOMER ORDER NO: 704387				
	BASIC OPTION WORK DIRECTIVE: STS-P-07-07 LEVEL OF EFFORT: 6,914 HOURS			Estimated Cost: Fixed Fee: CPFF:	\$ 1,171,767 \$ 107,108 \$ 1,278,875
	Estimated Labor Cost: \$ 481,698 Labor Fee: \$ 43,973 Total: \$ 525,671				
	Estimated Materials/ODC's*: \$ 690,069 Materials/ODCs Fee: \$ 63,135 Total: \$ 753,204				
	TOTAL \$ 1,278,875 *Includes FCCM.				
	(End of narrative B001)				
	Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin				
	Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 18-JUL-2008				
	\$ 1,278,875.00				

CONTINUATION SHEET	Reference No. of Document Be	Page 9 of 11
	PIIN/SIIN W56HZV-07-C-0256	MOD/AMD P00007

Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.

- B.1 APPLICABILITY OF FEDERAL EXCISE TAX Federal Excise Tax (FET) is not applicable to the contract items listed elsewhere in Section B of the contract. FET is not to be included in any prices under the contract.
- B.2 CONTRACT DATA PRICE The cost for data requirements of the contract is included within the cost plus fixed fee amounts for each CLIN.
- B.3 BASIC The Government Basic Award shall be 6,225 hours and \$100,147 in Materials/ODCs.

	Estimated Hourly	Hourly	Total Cost
	Cost	Fixed Fee	
M88 Family of Vehicles STS	\$ 72.21	\$ 6.52	\$ 78.73
M88 RESET	\$ 37.75	\$ 3.43	\$ 41.18
OCONUS FSR	\$ 62.12	\$ 5.65	\$ 67.77
M109/M992 STS	\$ 69.67	\$ 6.36	\$ 76.03
M9ACE STS	\$ 59.25	\$ 5.40	\$ 64.65
CONUS FSR	\$ 68.28	\$ 6.24	\$ 74.52

- B.4 OPTION ADDITIONAL SYSTEM TECHNICAL SUPPORT In accordance with Paragraph H.7.1 and H.7.2, the Government shall have the option to increase the number of system technical support hours by a maximum of 390,000 manhours each year for the M88 FOV, for a maximum of 1,950,000 hours, and 500,000 manhours a year for the M109/M992 and M9ACE programs, for a maximum of 2,500,000 hours. The allocation of these hours is as follows:
- -- STS Hours optioned under H.7.1 as of Modification P00007 are 13,768, leaving 376,232 available for future base year exercise.
- -- STS Hours optioned under H.7.2 as of Modification P00007 are 96,703, leaving 403,297 available for future base year exercise.

The hourly fixed fee listed below will remain in effect for option hours exercised in the specified time periods. The estimated hourly costs are for planning and budgetary purposes only and will vary from work directive to work directive. The funded amount for each work directive will be determined by the labor mix and Other Direct Costs (ODCs) for that specific effort.

За	s	i	C	
Ju	_	_	_	

			Estimated Hourly	Hourly	Total Cost				
	FROM	Through	Cost	Fixed Fee					
a)	Basic Contract Award	31 Dec 2007							
	and base year option								
	M88 Family of Vehi	icles	\$ 72.21	\$ 6.52	\$ 78.73				
	M88 RESET		\$ 37.75	\$ 3.43	\$ 41.18				
	OCONUS FSR		\$ 62.12	\$ 5.65	\$ 67.77				
	M109/M992 STS		\$ 69.67	\$ 6.36	\$ 76.03				
	M9ACE STS		\$ 59.25	\$ 5.40	\$ 64.65				
	CONUS FSR		\$ 68.28	\$ 6.24	\$ 74.52				
Option #1									
			Estimated Hourly	Hourly	Total Cost				
	FROM	Through	Cost	Fixed Fee					
b)	01 Jan 2008	31 Dec 2008							
	M88 Family of Vehi	icles	\$ 76.48	\$ 6.90	\$ 83.38				
	M88 RESET		\$ 40.44	\$ 3.68	\$ 44.12				
	OCONUS FSR		\$ 66.43	\$ 6.04	\$ 72.47				
	M109/M992 STS		\$ 73.36	\$ 6.69	\$ 80.05				
	M9ACE STS		\$ 62.34	\$ 5.68	\$ 68.02				
	CONUS FSR		\$ 69.96	\$ 6.39	\$ 76.35				
Option #2									
			Estimated Hourly	Hourly	Total Cost				
	FROM	Through	Cost	Fixed Fee					
c)	01 Jan 2009	31 Dec 2009							
	M88 Family of Vehi	icles	\$ 79.96	\$ 7.21	\$ 87.17				
	M88 RESET		\$ 42.84	\$ 3.90	\$ 46.74				
	OCONUS FSR		\$ 70.32	\$ 6.39	\$ 76.71				
	M109/M992 STS		\$ 80.86	\$ 7.37	\$ 88.23				

		Refer	Reference No. of Document Being Continued				
CO	NTINUATION SHEE	PIIN/SIIN	W56HZV-07-C-0256	MOD/AMD P00007			
Name of Off	eror or Contractor: BAE	SYSTEMS LAND & ARMAMEN	NTS INC.				
	M9ACE STS		\$ 68.68	\$ 6.26	\$ 74.94		
	CONUS FSR		\$ 74.65	\$ 6.82	\$ 81.47		
ption #3							
			Estimated Hourly	Hourly	Total Cost		
	FROM	Through	Cost	Fixed Fee			
d)	01 Jan 2010	31 Dec 2010					
	M88 Family of Ve	hicles	\$ 82.51	\$ 7.44	\$ 89.95		
	M88 RESET		\$ 44.18	\$ 4.02	\$ 48.20		
	OCONUS FSR		\$ 72.60	\$ 6.60	\$ 79.20		
	M109/M992 STS		\$ 84.34	\$ 7.69	\$ 92.03		
	M9ACE STS		\$ 71.72	\$ 6.54	\$ 78.26		
	CONUS FSR		\$ 78.42	\$ 7.16	\$ 85.58		
ption #4							
			Estimated Hourly	Hourly	Total Cost		
	FROM	Through	Cost	Fixed Fee			
e)	01 Jan 2011	31 Dec 2011					
	M88 Family of Veh	icles	\$ 85.09	\$ 7.67	\$ 92.76		
	M88 RESET		\$ 45.54	\$ 4.14	\$ 49.68		
	OCONUS FSR		\$ 74.91	\$ 6.81	\$ 81.72		
	M109/M992 STS		\$ 86.75	\$ 7.91	\$ 94.66		
	M9ACE STS		\$ 74.06	\$ 6.75	\$ 80.81		
	CONUS FSR		\$ 80.52	\$ 7.36	\$ 87.88		

Solely for the purpose of determining the Estimated hourly rates most likely usage of man hours follow. The Government reserves the right to divert from estimates.

a)	Basic base year option	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)
b)	Option Year 1	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)
c)	Option Year 2	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)
d)	Option Year 3	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)
e)	Option Year 4	390,000 man-hours (M88); 500,000 (M109/M992/M9ACE)

B.5 The Contractor may propose material and other direct costs plus additives to this contract based on support within the work directives. The estimated costs at the time of work directive award will have a fixed fee attached as 9.10% of costs for the M88 FOV and 9.15% for the M109/M992/M9ACE programs. The other direct/material cost shall be a maximum of \$43,000,000 per year for the M88FOV and \$12,500,000 per year for the M109/M992/M9ACE programs, and shall not exceed that total. The allocation of these dollars is as follows:

⁻⁻ STS Material/ODCs optioned for the M88 FOV as of Modification P00007 to this contract are \$234,694, leaving \$42,765,306 available for future base year option exercises.

⁻⁻ STS Material/ODCs optioned for the M109/M992/M9ACE programs as of Modification P00007 to this contract are \$4,800,957 leaving \$7,699,043 available for future base year option exercises.

CONTINUATION SHEET

Reference No. of Document Being Continued

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Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.

SECTION G - CONTRACT ADMINISTRATION DATA

LINE	AMS CD/		OBLG STAT/			INCREASE/DECREASE	CUMULATIVE
<u>ITEM</u>	MIPR	<u>ACRN</u>	JOB ORD NO	PRIOR AMOUNT		AMOUNT	AMOUNT
0006AD	W176F98072 52899502105 MIPR7JDATJ0071	AL	1	\$ 0.00	\$	149,671.00	\$ 149,671.00
AA8000	1X7A00AF1A 42380600000 704387	AK	1 704387	\$ 0.00	\$	1,278,875.00	\$ 1,278,875.00
				NEED CHANCE	å	1 420 546 00	

NET CHANGE \$ 1,428,546.00

SERVICE	NET CHANGE				ACCOUNTING		INCREASE/DECREASE
NAME	BY ACRN	ACC	OUNTING CLASSIFICATION		STATION		AMOUNT
Army	AK	21	72020000075R5R17423806031F9	S28017	W52H09	\$	1,278,875.00
Army	AL	21	72035000075T5T085289950252B	S44008	W56HZV	\$.	149,671.00

NET CHANGE \$ 1,428,546.00

 PRIOR AMOUNT
 INCREASE/DECREASE
 CUMULATIVE

 OF AWARD
 AMOUNT
 OBLIG AMT

 NET CHANGE FOR AWARD:
 \$ 11,985,536.00
 \$ 1,428,546.00
 \$ 13,414,082.00

ACRN EDI ACCOUNTING CLASSIFICATION

AK 21 070720200000 S28017 75R5R174238060000031F91X7AO01F1AEH 028017S28017 AL 21 070920350000 S44008 75T5T0852899502105252BMIPR7JDATJ0071QYTJ12S44008